

State of Idaho

Department of State

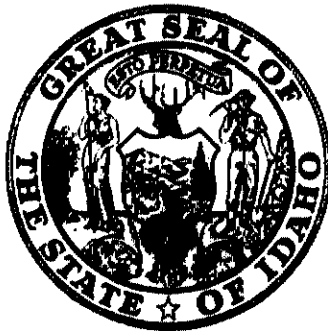
CERTIFICATE OF INCORPORATION OF

NORTH IDAHO BONE AND JOINT CLINIC, P.A.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 12, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson
Corporation Clerk

ARTICLES OF INCORPORATION

OF

NORTH IDAHO BONE AND JOINT CLINIC, P.A.

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SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS that I, the undersigned citizen of the United States of America, over the age of twenty-one years, do hereby voluntarily form a domestic corporation under Professional Service Corporation Act of the State of Idaho, (Chapter 13 of Title 30, Idaho Code) for the practice of medicine, and I do hereby make, sign, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I.

The name of this corporation is, and shall be NORTH IDAHO BONE AND JOINT CLINIC, P.A..

ARTICLE II.

The purpose or purposes for which the corporation is organized are:

2.1 To engage in the practice of medicine.

2.2 To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and to own real or personal property necessary for the rendering of the professional services specified above.

2.3 To do such acts and carry on such business as may be permitted by the Professional Service Corporation Act of the State of Idaho, subject to the limitations thereof.

ARTICLE III.

The corporate existence of this corporation shall be perpetual.

ARTICLE IV.

The registered agent shall be, and the location and post office and physical address of the corporation's registered office in the State of Idaho shall be VICTOR J. BILOTTA, M.D., 204 Oregon, Kellogg, Idaho 83837.

ARTICLE V.

The number of Directors of the corporation shall be one (1), which number may be increased pursuant to the By-Laws of the corporation but it shall never be less than one; who shall be elected by the shareholders annually, and who shall serve until the election and qualification of their successors. The name and address of the person appointed as Director until the first annual meeting or until his successor is duly chosen and qualified is:

VICTOR J. BILOTTA, M.D.
204 Oregon
Kellogg, Idaho 83837

No person may serve as a director of the corporation who is not duly licensed to practice medicine in the State of Idaho.

ARTICLE VI.

This company shall be capitalized for \$50,000.00. The total authorized stock of this corporation shall be divided into 50,000 shares, all of which shall be common stock with a par value of \$1.00 per share. Said shares shall be non-assessable and shall be of the same class and every share of said stock shall be equal in all respects to every other of said shares, and there shall be no preemptive rights.

No person may become or continue as a shareholder in the corporation who is not currently licensed to practice medicine in the State of Idaho.

No shareholder of the corporation organized under this act may sell or transfer his shares in such corporation except to another individual who is eligible to be a shareholder of such corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specially called for such purpose, by such proportion, not less than a majority, of the outstanding stock as may be provided in the certificate of incorporation or in the by-laws. At such shareholders' meeting the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose, unless all stockholders consent that such stock be voted.

These articles of incorporation may be amended to specifically provide for additional restraints on the alienation of shares and or to require the redemption or purchase of such shares by the corporation at prices and in a manner specifically set forth in such amended articles. The corporation's board of directors may adopt by-laws restraining the alienation of shares and/or providing for the purchase or redemption by the corporation of its shares. No provision of the articles of incorporation or of the by-laws dealing with the purchase or redemption by the corporation of its shares may be invoked at a

time or in a manner that would impair the capital of the corporation.

ARTICLE VII.

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address:</u>
VICTOR J. BILOTTA, M.D.	204 Oregon Kellogg, Idaho 83837

ARTICLE VIII.

In addition to the power conferred upon the shareholders by law, to make, amend or repeal By-Laws for this corporation, the Directors shall have the power to repeal and amend the By-Laws and adopt new By-Laws, but such powers may be executed only by a majority of the whole Board of Directors.

ARTICLE IX.

A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser, or otherwise; and in the absence of actual fraud no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or officer, or firm of which any director or officer is a member, or any other corporation of which any director or officer is a shareholder, officer or director, is in anyway interested in such transaction or contract; provided, that such transaction or contract is, or shall be authorized, ratified or approved (1) by a vote of a

majority of a quorum of the Board of Directors, or of the Executive Committee, if any, counting for the purpose of determining the existence of such majority or quorum, any Director, when present, who is so interested, or who is a member of a firm so interested; or (2) at a stockholders meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders of stock which shall have the same force and effect as though such corporation, ratification or approval were made by the stockholders; and no director or officer shall be liable to account to the corporation for any profits realized by him or her through any such transaction or contract of the corporation authorized, ratified or approved, as aforesaid, by reason of the fact that he or she may be, or any firm of which he is a member, or any corporation of which he or she is a shareholder, officer or director, was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner permitted by law, or invalidate or made

voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

IN WITNESS WHEREOF, I have hereunto set my hand in quadruplicate this 10th day of December, 1991.

Victor J. Bilotta, MD

STATE OF IDAHO)
) ss.
County of Shoshone)

I, *Gail M. Elliott*, a notary public, do hereby certify that on this 10th day of December, 1991, personally appeared before me, VICTOR J. BILOTTA, who being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator (director), and that the statements therein contained are true.

Gail M. Elliott
Notary Public for Idaho
Residing at: *Mullan*
My Commission Expires: *9/5/97*